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LAW OFFICES OF  
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EARL E. MAYER, JR.\*  
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\* Federal Tax Counsel to the Firm  
Admitted in Ohio Only, Practice Limited  
to Matters of Federal Tax Law

May 6, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street (32301)  
Post Office Box 6327  
Tallahassee, FL 32314

500001815815  
-05/09/96--01119--013  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Nelada, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of Articles of Incorporation and Registered Agent forms for the captioned corporation.

The original is to be filed in your office and the copy is to be certified and returned to this office. Also enclosed is our firm's check in the amount of \$122.50 for:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	52.50
Registered Agent Fee	<u>35.00</u>
<b>TOTAL</b>	<b>\$122.50</b>

FILED  
96 MAY -9 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY 16 1996

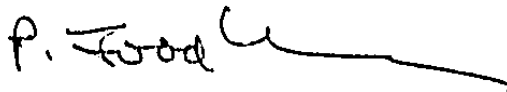
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Secretary of State  
Division of Corporations  
May 6, 1996  
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Please telephone me if there is any reason why these requests cannot be met promptly. Thank you for your attention to these matters.

Sincerely,

MAYER & KENNEDY

A handwritten signature in black ink that reads "P. Todd Kennedy". The signature is written in a cursive style with a long horizontal flourish extending to the right.

P. Todd Kennedy

PTK/msg  
Enclosures  
adamsn\lrs\artsos.nol

ARTICLES OF INCORPORATION  
OF  
NELADA, INC.

FILED  
96 MAY -9 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopt the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is NELADA, INC.

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 10,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 1098 NE 95th St., Miami Shores, FL 33138 and the name of the initial Registered Agent at that address is NELSON L. ADAMS, M.D.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
NELSON L. ADAMS, M.D.	1098 NE 95th St. Miami Shores, Florida 33138

ARTICLE SEVEN

7.01 One (1) director shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
NELSON L. ADAMS, M.D.	1098 NE 95th St. Miami Shores, Florida 33138

ARTICLE EIGHT

8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be the date these Articles of Incorporation are filed with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 4<sup>th</sup> day of APRIL, 1996.

By:




NELSON L. ADAMS, M.D.,  
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that NELADA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1098 NE 95th St., Miami Shores, Florida 33138.

Second, named NELSON L. ADAMS, M.D., located at 1098 NE 95th St. Miami Shores, Florida 33138, as its Agent to accept service of process within Florida.

  
NELSON L. ADAMS, M.D.,  
Incorporator

Date: April 4, 1996

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with provisions of all Statutes relative to the proper and complete performance of my duties.

  
NELSON L. ADAMS, M.D.,  
Registered Agent

Date: April 4, 1996

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96 MAY -9 11:37  
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TALLAHASSEE, FLORIDA